KIRBY AND HALLEN
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Attorneys for Plaintiff
McGregor Sea & Air Services (America) Inc.

SUPERIOR COURT OF THE STATE OF CALIFORNIA

IN AND FOR THE COUNTY OF SAN DIEGO

McGREGOR SEA & AIR SERVICES)
(AMERICA) INC., A Delaware) CASE NO.   491479
Corporation,)
) DECLARATION OF C. BRADLEY HALLEN
        Plaintiff,) IN SUPPORT OF APPLICATION FOR
) RIGHT TO ATTACH ORDER
  vs.)
)
CINEMATRONICS, INCORPORATED, A)
California Corporation,)
)
        Defendant.)
------------------------------------)

      I, C. BRADLEY HALLEN declare as follows:

      1. I am an attorney licensed to practice law in the
State of California and employed by plaintiff McGREGOR SEA & AIR
SERVICES (AMERICA) INC. to process its claim for damages in
the amount of $87,829.01 against Cinematronics, Incorporated
for breach of contract and related causes of action.

      2. I have examined the official court file in
San Diego Superior Court Case No. 490399. That file reveals
that another creditor of defendant Cinematronics, Incorporated,
Security Pacific National Bank, has filed a complaint against
Cinematronics, Incorporated seeking $3,174,035.59 plus interest.

On August 25, 1982, pursuant to noticed hearing, Security

Pacific National Bank was granted a Right to Attach Order by

the Honorable Edward T. Butler. An Order After Hearing was

signed by Judge Butler on September 1, 1982.

3. As a result of the Right to Attach Order granted

to Security Pacific National Bank, steps to ensure collectibility

of any judgment obtained by McGregor Sea & Air Services (America)

Inc. against Cinematronics are now urgently required.

4. It is essential that McGregor Sea & Air Services

(America) Inc. be empowered to attach whatever assets of

Cinematronics, Incorporated it may be able to locate at the

earliest possible date subject to whatever previous levies are

made by Security Pacific National Bank.

5. A notice hearing procedure would require a

minimum of two-weeks notice even with an order shortening time.

6. At the expiration of a two-week period of time,

it is my belief based on information available to me that there

may well be insufficient assets of Cinematronics, Incorporated

to attach.

7. I am informed that Cinematronics Incorporated is

out of production and is attempting to sell its valuable

electronics assembly inventory for spare parts at a fraction of

the dollar worth of those items.

8. I am informed of the information in the preceding

paragraph by one George Hartford, whose handwritten declaration

is attached hereto as Exhibit "A" and incorporated herein by

. . . . .

. . . . .

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reference. That declaration reveals that Cinematronics
Incorporated appears to be out of production and is offering
to sell parts at a substantial discount.

I declare under penalty of perjury that the foregoing
is true and correct.

Executed this 2nd day of September, 1982, at
San Diego, California.

C. BRADLEY HALLEN

Declaration of George Hartford

I, George Hartford declare as follows:

I own West Constronics which is a distributing business. Approximately two weeks ago I discussed a certain Mr Leighton of Cinematronics Inc the sale of a portion of its used parts inventory. I made an order of approximately twenty cents on the dollar of stock worth perhaps $100,000.00 He refused the offer. I was at Cinematronics at the time of this discussion and I am definitely of the belief from my observations at the establishment that production is no longer going on at Cinematronics. Also, a girl who appeared to work in the capacity of a receptionist confirmed that production had ceased. At this time I obtained an inventory list from Cinematronics.

~~The reason~~ I assume ~~Because~~ Mr. Leighton refused my offer ~~that~~ he wanted to try to sell to another buyer for more money. He definitely wanted to sell, the my offer simply was not enough. Attached to this statement is a copy of the inventory list I obtained.

George Hartford

I declare under penalty of perjury, the foregoing is true and correct and, if sworn as a witness I could testify competently.

Executed this ___2nd___ day of ___SEPT___, ____
at ___S. Diego___ Calif. ___George Hartford___